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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

RAND PUBLISHING COMPANY INC.,

Plaintiff,

-against-

VENTURETEK, L.P., RICHARD ELKIN,
ANTOINE BERNHEIM, STACY BERNHEIM
and GENSTAR, LTD.,

Defendants.

**DECLARATION OF RUTH C.
HABER IN SUPPORT OF THE
MOTION TO DISMISS OF
DEFENDANT VENTURETEK, L.P.**

07 CIV 9596 (VM)(RLE)

I, RUTH C. HABER, declare as follows:

1. I am a member of the bar of this Court and of counsel to the firm of Moses & Singer LLP, attorneys for defendant Venturetek, L.P. ("Venturetek"). I make this declaration in support of Venturetek's motion to dismiss Plaintiff's Complaint. Venturetek, L.P. also joins in the motion of Defendants Richard Elkin, Antoine Bernheim, Stacy Bernheim and Genstar, Ltd. to dismiss the Complaint.

2. I have annexed as Exhibit A a true and correct copy of the Summons and Complaint, dated October 29, 2007, in the instant action.

3. I have annexed as Exhibit B a true and correct copy of an Agreement for Issuance and Sale of Stock entered into as of December 20, 1993.

4. I have annexed as Exhibit C a true and correct copy of a Certificate of the Secretary of State of the State of Delaware dated December 6, 2007, certifying that Rand Publishing Co., Inc. is no longer in existence and good standing under the laws of Delaware, having become inoperative and void March 1, 1997 for non-payment of taxes.

5. I have annexed as Exhibit D a true and correct copy of the Second Verified Amended Complaint in the New York State Supreme Court, New York County, action entitled Venturetek, L.P., et al., v. Rand Publishing Company, Inc., et al., Index No. 605046/98 (the “New York complaint”), dated October 18, 2001, without the annexed exhibits.

6. I have annexed as Exhibit E a true and correct copy of the Answer of Rand Publishing Company, Inc. to the New York complaint, dated August 1, 2002.

7. I have annexed as Exhibit F a true and correct copy of the Answer of Mason P. Slaine to the New York complaint, dated July 31, 2002.

8. I have annexed as Exhibit G a true and correct copy of a letter from Rand Publishing Co., Inc. to the Shareholders of Rand Publishing Co., Inc., dated September 11, 1998.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 12th day of December, 2007, New York, New York.

/s/ Ruth C. Haber
RUTH C. HABER (RH-0406)